

Eureka Financial Corporation (OTC Pink: EKFC; Pittsburgh, PA) has agreed to merge with NexTier Bank, National Association (Private; Butler, PA)

Deal Value: Approximately \$35 Million

Sandler O'Neill served as exclusive financial advisor to Eureka Financial Corporation and rendered a fairness opinion in connection with the transaction. This transaction is Sandler O'Neill's 94th bank and thrift transaction nationwide since January 1, 2014 representing \$16.6 billion in aggregate transaction value, more than any other investment bank during that time period.¹

This transaction marks the 8th Mid-Atlantic bank and thrift transaction that Sandler O'Neill has advised on since January 1, 2015 representing \$2.5 billion in aggregate transaction value, more than any other investment bank during that time period.¹

BUTLER, PA and PITTSBURGH, PA – NexTier, Inc., the holding company for NexTier Bank, N.A. and Eureka Financial Corp., the holding company for Eureka Bank, jointly announced today the signing of a definitive merger agreement that will result in a combined community banking franchise with total assets in excess of \$1.1 billion and 26 branches located throughout Southwestern Pennsylvania. The combined company will operate under the NexTier Bank brand. Richard J. Krauland, NexTier Bank's President and Chief Executive Officer will lead the new institution as CEO.

Under the terms of the agreement shareholders of Eureka Financial Corp. will receive approximately \$35 million in cash, or \$28.50 per share. The agreement was unanimously approved by the Boards of Directors of NexTier, Inc. and Eureka Financial Corp.

With twenty-four branches and \$983 million in assets as of June 30, 2015, NexTier brings a strong small business and retail banking focus to the combined bank. "Community banks continue to be an integral part of the financial services landscape in serving both small businesses and the retail banking market. We believe our merger with Eureka Bank will enhance our capabilities to provide a variety of financial services to communities in Southwestern PA," said Krauland.

Eureka Bank has established an expertise in retail banking that will continue in the combined bank. "Our history in our community dates back to 1886," said Edward F. Seserko President and CEO of Eureka Bank. "The two banks are very complementary. The ability to remain a community oriented bank serving the Pittsburgh market was important to us. We look forward to partnering with the NexTier team as we combine our organizations." Mr. Seserko will assist in the transition of the combined companies. "We see the transaction as an opportunity to offer additional products and a larger branch network, one that we believe will be well received by our customers."

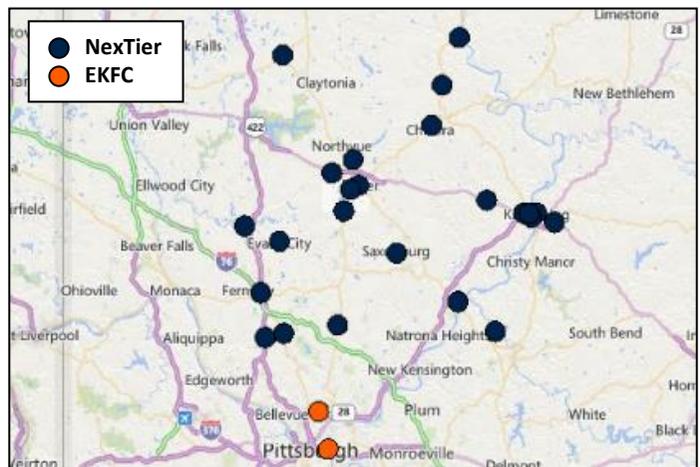
The combined bank plans to maintain its headquarters in Butler while retaining branch staff in each geographic market. Based on June 30, 2015 financials, the combined bank will have total loans of \$806 million, \$991 million in deposits, and will service more than 40,000 deposit and loan accounts through 26 branches in Armstrong, Butler and Allegheny Counties.

Financial Highlights

<i>\$\$ in millions</i>	NexTier, Inc.	EKFC
Total Assets	\$983	\$155
Total Loans	671	135
Total Deposits	862	129
Total Equity	86	23
Tang. Comm. Equity / Tang. Assets	8.26%	15.15%
NPAs / Assets	1.56	0.54

(1) Excludes terminated transactions and self-advisory roles.
 Note: Financial highlights as of 6/30/15.
 Source: SNL Financial.

Pro Forma Branch Map



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